

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: DURA AUTOMOTIVE SYSTEMS, LLC, <i>et al.</i> , ¹ <div style="text-align: center;">Debtors. </div>)))))))	Chapter 11 Case No. 19-12378 (KBO) (Jointly Administered) <u>Re: D.I. 154</u>
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**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION FOR ENTRY
OF AN ORDER (I) APPROVING THE DEBTORS TO PERFORM OBLIGATIONS
RELATED TO THE STALKING HORSE BID, (II) APPROVING BIDDING
PROCEDURES WITH RESPECT TO SUBSTANTIALLY ALL ASSETS,
(III) APPROVING CONTRACT ASSUMPTION AND ASSIGNMENT PROCEDURES,
(IV) SCHEDULING BID DEADLINES, AN AUCTION, AND THE HEARINGS AND
OBJECTION DEADLINES RELATED THERETO, AND (V) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF**

I, Daniel N. Brogan, proposed counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby certify and state as follows:

1. On October 23, 2019, the Debtors filed the *Debtors' Motion for Entry of an Order (I) Approving the Debtors to Perform Obligations Related to the Stalking Horse Bid, (II) Approving Bidding Procedures with Respect to Substantially All Assets, (III) Approving Contract Assumption and Assignment Procedures, (IV) Scheduling Bid Deadlines, an Auction, and the Hearings and Objection Deadlines Related Thereto, and (V) Approving the From and Manner of Notice Thereof* [Docket No. 154] (the "Motion"), which attached a proposed form of order (the "Original Proposed Order").

¹The debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Dura Automotive Systems Cable Operations, LLC (7052); Dura Automotive Systems, LLC (8111); Dura Fremont L.L.C. (1252); Dura G.P. (8092); Dura Mexico Holdings, LLC (4188); Dura Operating, LLC (2304); and NAMP, LLC (3693). Dura Automotive Systems, LLC's service address is: 1780 Pond Run, Auburn Hills, Michigan 48326.

2. Effective November 8, 2019, the above-captioned cases were transferred from the United States Bankruptcy Court for the Middle District of Tennessee (the “Tennessee Court”) to the United States Bankruptcy Court for the District of Delaware (the “Court”).

3. On November 8, 2019, the Debtors filed the *Notice of Debtors’ Motion for Approval of Bidding Procedures* [Docket No. 273] (the “Notice”) and, attached thereto, a revised proposed form of order (the “First Revised Proposed Order”).

4. Pursuant to the Notice, any objections to the entry of a final order granting the relief sought by the Motion were to be filed and served by November 14, 2019 at 4:00 p.m. (ET) (the “Objection Deadline”).²

5. Prior to the Objection Deadline, the Debtors received informal comments from the U.S. Trustee, the Committee, and certain other parties. No other answer, objection, or response to the Motion has been otherwise received by the undersigned proposed counsel to the Debtors.

6. A hearing regarding, *inter alia*, the Motion was held before the Court on November 18, 2019 at 11:00 a.m. (ET) (the “Hearing”). Prior to the Hearing, the Debtors resolved all informal comments received with respect to the Motion, including those received from the U.S. Trustee and the Committee. A revised form of final order reflecting such resolution is attached hereto as Exhibit A (the “Revised Final Order”).

7. All parties that filed a response or provided comments to the Motion, the Original Proposed Order, or the First Revised Proposed Order have been provided a copy of the Revised Final Order and have indicated no objection to its entry. A blackline comparing the Revised Final Order against the First Revised Proposed Order is attached hereto as Exhibit B.

² The Objection Deadline was extended until November 15, 2019 at 12:00 a.m. (ET) with respect to the Official Committee of Unsecured Creditors (the “Committee”) and the Office of the United States Trustee (the “U.S. Trustee”).

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Final Order at its earliest convenience.

Dated: November 18, 2019
Wilmington, Delaware

BAYARD, P.A.

/s/ Daniel N. Brogan

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Proposed Co-Counsel to the Debtors and Debtors in Possession